

[REDACTED]

September 27, 1990

BY HAND

Mr. Jeff Dahnke
Premerger Notification Office
Federal Trade Commission
6th and Pennsylvania Avenue, N.W.
Washington, D.C. 20580

Dear Mr. Dahnke:

This letter serves to memorialize our conversation of September 17, 1990 in which we discussed the fact scenario outlined in a September 13, 1990 letter to you from [REDACTED]

[REDACTED] That letter asked you to advise whether the scenario would be a reportable transaction under the Hart-Scott-Rodino Antitrust Improvements Act of 1976. ("the Act") The scenario involved the formation of a partnership and the simultaneous formation by that partnership of two wholly-owned subsidiaries.

During our telephone conversation, you informed me that the scenario outlined a transaction that the Act would require to be reported to the antitrust agencies at the time of the formation of the partnership. You also stated that if the parties to the partnership filed Notification and Report Forms at the formation of the partnership no filings under the Act would be required when and if the parties redeemed their interests in the partnership as outlined in the September 12th letter.

Please confirm my understanding of our conversation.

Very truly yours,

[REDACTED]

[REDACTED]